

Wendy Eber

From: Wendy Eber
Sent: Monday, March 12, 2012 2:52 PM
To: ewgumaer@gmail.com
Cc: Lester Eber
Subject: FW: Directors Resolution
Attachments: Joint resolutions.pdf

Mike

Please sign. And return to Janet. Janet, please follow up with Mike.

Wendy

From: Parker, Melinda C. [mailto:mparker@underbergkessler.com]
Sent: Monday, March 12, 2012 2:40 PM
To: Wendy Eber
Cc: Lester Eber; Keneally, Paul F.; Russell III Edmund J.
Subject: RE: Directors Resolution

Wendy,

Per your request, please find the attached which removes Elliott's name and inserts yours as President in Lester's place. Let me know should you require anything else.

Thank you,
Melinda



Melinda C. Parker
PARALEGAL
mparker@underbergkessler.com
www.underbergkessler.com

Underberg & Kessler LLP
300 Bausch & Lomb Place
Rochester, NY 14604
585-258-2824 PHONE
585-258-2821 FAX

From: Wendy Eber [mailto:weber@slocumandsons.com]
Sent: Monday, March 12, 2012 1:35 PM
To: Parker, Melinda C.
Cc: Lester Eber
Subject: RE: Directors Resolution

Melinda,

Can you please substitute my name for Elliott Gumaer as president since I will be replacing Lester as president.

Wendy



From: Parker, Melinda C. [mailto:mparker@underbergkessler.com]
Sent: Friday, March 02, 2012 4:37 PM
To: Wendy Eber
Cc: Keneally, Paul F.; Russell III Edmund J.
Subject: RE: Directors Resolution

Changed Michael to Elliott in the attached. Wendy were there any other names that needed to be added?



Melinda C. Parker
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mparker@underbergkessler.com
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From: Wendy Eber [mailto:weber@slocumandsons.com]
Sent: Friday, March 02, 2012 4:32 PM
To: Parker, Melinda C.
Cc: Keneally, Paul F.; Russell III Edmund J.
Subject: RE: Directors Resolution

Sorry, Mike formal name is Elliot Gumaer, Please update this document ASAP.

Thanks,
Wendy

From: Parker, Melinda C. [mailto:mparker@underbergkessler.com]
Sent: Friday, March 02, 2012 11:21 AM
To: Wendy Eber
Cc: Keneally, Paul F.; Russell III Edmund J.
Subject: Directors Resolution

Wendy,

Attached please find the Board of Directors consent regarding Lester's resignation and the appointment of Mike Gumaer. I have only put signature lines in for you and Mike. Would you please let me know if there are any other directors so that I may include signature lines for them as well?

Please feel free to contact us with any questions or comments.

Thank you,
Melinda



Melinda C. Parker
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Underberg & Kessler LLP

**UNANIMOUS WRITTEN CONSENT
OF
BOARD OF DIRECTORS
OF
EBER BROS. WINE and LIQUOR CORPORATION**

The undersigned, being all of the Directors of Eber Bros. Wine and Liquor Corporation a New York corporation (the "Corporation"), hereby consent, pursuant to Section 708(b) of the Business Corporation Law of the State of New York, to the adoption of the following resolutions:

RESOLVED, that the resignation of Lester Eber as a Director and President of the Corporation is hereby accepted and approved effective February 1, 2012; and be it further

RESOLVED, that Wendy Eber shall be, and is hereby, elected as President of the Corporation, to serve until the next annual meeting of the shareholders and until her respective successor is elected and has qualified; and be it further

RESOLVED, that the unexpired Director's term left by the resignation of Lester Eber be left as vacant until further action of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Directors and Shareholders have executed this Consent as of the _____ day of February, 2012.

Wendy Eber

Elliott Gumaer